

UNITED STATES DEPARTMENT OF STATE  
BUREAU OF POLITICAL MILITARY AFFAIRS  
OFFICE OF DEFENSE TRADE CONTROLS COMPLIANCE  
WASHINGTON, DC 20520

In the Matter of:	)
	)
AGILENT TECHNOLOGIES INC.	)
Delaware	)
	)
Respondent	)

CONSENT AGREEMENT

WHEREAS, the Directorate of Defense Trade Controls, Bureau of Political Military Affairs, U.S. Department of State ("Department"), has notified Agilent Technologies Incorporated (hereafter "Agilent")<sup>1</sup> of its intent to institute an administrative proceeding pursuant to the Arms Export Control Act ("Act") (22 U.S.C § 2778 (e)) and its implementing regulations, the International Traffic in Arms Regulations ("Regulations") (22 C.F.R. § 120-130), based upon allegations that Agilent violated Section 38 of the Act and § 127 of the Regulations as set forth in a draft Charging Letter attached hereto and incorporated by reference herein, in connection with unauthorized exports of defense articles to entities in countries including Israel and Singapore;

WHEREAS, Agilent has reviewed the draft Charging Letter and this Consent Agreement, fully understands these documents, and enters into this Agreement voluntarily and with full knowledge of its rights;

These proceedings are brought against Agilent in its capacity as successor to SAFCO Technologies, Incorporated, which Agilent acquired in July 2000. All of the violations being resolved herein were committed by SAFCO Technologies Incorporated or its predecessors and all occurred prior to Agilent's acquisition of SAFCO Technologies, Incorporated.

WHEREAS, Agilent, by entering into this Agreement, wishes to settle and dispose of all civil charges, penalties, and sanctions associated with alleged violations of Section 38 of the Act or Regulations arising from facts which have been disclosed in writing to the Department or that have been identified in the draft Charging Letter; and

WHEREAS, the Department and Agilent agree to be bound by this Agreement and a related administrative order ("Order") to be entered by the Assistant Secretary of State for Political Military Affairs.

Now, WHEREFORE, the Department and Agilent agree as follows:

Parties

- (1) The Parties to this Agreement are the Department and Agilent.

Jurisdiction

- (2) The Department has jurisdiction over Agilent under the Act and the Regulations in connection with the matters identified in the draft Charging Letter.

Penalty

- (3) Agilent agrees that it shall pay \$225,000 (two hundred twenty five thousand dollars) to the Department of State within 10 days of the signing of the Order.

Debarment

- (4) The Department has determined, taking into account the circumstances of the violations, namely that these matters were the subject of voluntary disclosures pursuant to Title 22, United States Code of Federal Regulations, Section 127.12, and that Agilent has cooperated to date in helping to establish the underlying facts and circumstances and in addressing the matters contained herein, that debarment is not appropriate at this time. The Department nevertheless reserves the right to consider imposing additional sanctions, including debarment, in the event that Agilent for any reason does not fulfill the provisions of this Agreement or is responsible for other compliance or law enforcement concerns under the Act or other statutes such as those specified in 22 C.F.R. § 120.27.

### Understandings

(5) No agreement, understanding, representation or interpretation not contained in this Consent Agreement may be used to vary or otherwise affect the terms of this Consent Agreement or the Order, when entered, nor shall this Consent Agreement serve to bind, constrain, or otherwise limit action by any other agency or department of the United States Government with respect to the facts and circumstances addressed herein.

(6) The Department and Agilent agree that this Agreement is for settlement purposes only. For the purposes of this agreement, Agilent neither admits nor denies the allegations in the draft Charging Letter. If this Agreement is not approved pursuant to the Order entered into by the Assistant Secretary for Political Military Affairs, the Department and Agilent agree that they may not use this Agreement in any administrative or judicial proceeding and that neither party shall be bound by the settlement terms contained in this Agreement in any subsequent administrative or judicial proceeding.

(7) The Department agrees that, upon signing of the Order and entry into force of this Agreement, this Agreement resolves with respect to Agilent Technologies Incorporated, SAFCO Technologies Incorporated, Salient 3 Communications Incorporated, and SAFCO Corporation any civil penalties or sanctions imposed or that could have been imposed with respect to violations of Section 38 of the Act or the Regulations alleged in the draft Charging Letter or arising from facts disclosed in writing to the Department, as set forth in the voluntary disclosures dated October 28, 1998 and December 22, 1998 and subsequent supplemental or related submissions.

### Waiver

(8) Agilent agrees that, upon entry into force of this Agreement, it waives all rights to seek administrative or judicial consideration or review of, or otherwise contest, the validity of this Agreement, the Order or this matter, including any action that may be brought for the enforcement of any civil fine, penalty or forfeiture in connection with this Consent Agreement, except that Agilent does not waive the aforesaid rights with regard to any alleged violations of this Agreement.

### Documents to be Made Public

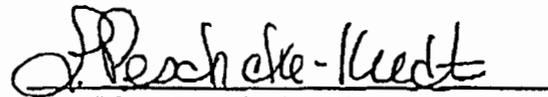
(9) Agilent understands that the Department will make this Agreement, the draft Charging Letter, and the Order, when entered, available to the public.

(10) This Consent Agreement shall become binding on the Department only when the Assistant Secretary for Political Military Affairs approves it by entering the Order, which will have the same force and effect as a decision and Order after a full administrative hearing on the record.

U.S. DEPARTMENT OF STATE

AGILENT TECHNOLOGIES INC.

  
Lincoln P. Bloomfield, Jr.  
Assistant Secretary for  
Bureau of Political-Military Affairs  
Department of State

  
Ms. Lisa Peschcke-Koedt  
Vice President  
Global Tax and Trade  
Agilent Technologies Inc.